



Hoechst Marion Roussel

HOECHST MARION ROUSSEL
S.A. with Board of Executive Directors and Supervision Counsel
with a capital of F1,030,745,000.00
Main office: 1, terrasse Bellini, 92800 Puteaux
552 081 473 RCS Nanterre

Extract from the minutes of the Board of Executive
Directors' deliberations
dated Thursday December 10, 1998 at 2:00PM

Regularly called upon by its President, the Board of Executive
Directors was held and able to deliberate, according to article 11
of the statutes.

<u>Present:</u> Mr. Olivier JACQUESSON	CEO of the Board of
residing at BOULOGNE 92100	Executive Directors
104, rue d'Aguesseau	
Mr. Dominique JOLIVET	Member of the Board
residing at PARIS 75012	
10, rue Erard	
Mr. Jean-Pierre BOIZETTE	Member of the Board
residing at PERREUX 94170	
49, rue des Arts	
Mr. Jacques RAYNAUD	Member of the Board
residing at RAINCY 93340	
21, allée Chatrian	

Without any deliberative vote

Mr. Philippe LAGOUTTE	In charge of the Central Secretariat of Direction
-----------------------	--

ADMINISTRATION

Delegations of powers

6. PROCEDURES REFERRING TO PATENTS

After deliberation, the Board of Executive Directors, unanimously assigns all powers, starting January 1, 1999, to:

- | | | |
|---|------------------------------|---|
| - | Mr. Arthur MURATYAN | Co-Legal Director for
Hoechst Marion Roussel |
| - | Mr. Georges FILLIAS | Legal and Administrative
Matters |
| - | Mr. Jean-Claude VIEILLEFOSSE | In charge of the Patent
Department |
| - | M. Michel NIEL | Patent Department |

each of them electing residence at the address of the company.

with the option of to act together or separately and alone without the others, in the name of and for the account of HOECHST MARION ROUSSEL:

- effect all formalities, as well as in France as in any foreign country, for the filing, for the acquisition, for the prosecution, for the abandonment of the pending and future patents of the Company,
- to obtain and to execute all legal or administrative decisions, to withdraw oneself from all appeals and from all powers,

and to that effect, namely, pay all taxes, file all declarations, return all documents referring to said formalities, sign all documents and notarize all copies to be filed, particularly in the case of patents, substitute, if necessary, one or more individuals, except for the abandonment of patents.

In case of any difficulty encountered whether referring to patents of the Company or patents of a third party, to appear in front of judges, in the competent courts, to exercise all acts, to commit oneself, to deal and to compromise as needed.

Elect all arbitrators, refer to their decisions or contest them eventually.

To all of the the above, sign all acts, titles and documents, elect residence, and generally do what is necessary.

The present delegation of powers, which cancels and replaces, as of today, any previous delegation having the same object, is valid until its express withdrawal.

Certified copy

Puteaux, December 10, 1998

O. JACQUESSON
President of the Board of
Executive Directors